

**EXHIBIT A**

Proposed Solicitation Procedures Order

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

STANADYNE LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10207 (TMH)  
(Jointly Administered)

**ORDER GRANTING MOTION OF THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS FOR AN ORDER (I) APPROVING ON AN INTERIM  
BASIS THE ADEQUACY OF DISCLOSURES IN THE COMBINED DISCLOSURE  
STATEMENT AND PLAN OF LIQUIDATION, (II) SCHEDULING THE  
CONFIRMATION HEARING AND DEADLINE FOR FILING OBJECTIONS, (III)  
ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF  
VOTES TO ACCEPT OR REJECT THE COMBINED PLAN AND DISCLOSURE  
STATEMENT, AND APPROVING THE FORM OF BALLOT AND SOLICITATION  
PACKAGE, AND (IV) APPROVING THE NOTICE PROVISIONS**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors (the “Debtors”) and the official committee of unsecured creditors (the “Committee,” or the “Plan Proponent”) for an Order (i) Approving on an Interim Basis the Adequacy of Disclosures in the Combined Plan and Disclosure Statement, (ii) Scheduling the Confirmation Hearing and Deadline for Filing Objections, (iii) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Combined Disclosure Statement and Plan of Liquidation, and Approving the Form of Ballot and Solicitation Package, and (iv) Approving the Notice Provisions; it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue

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<sup>1</sup>. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

<sup>2</sup> Capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to such terms in the Motion.

of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; due, adequate and sufficient notice of the Motion having been given; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if necessary, before this Court; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor,

**THE COURT HEREBY FINDS AS FOLLOWS:**

A. The Combined Plan and Disclosure Statement (the “Plan”) contains adequate information within the meaning of section 1125 of the Bankruptcy Code, subject to the Confirmation Hearing.

B. The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

C. The contents of the Solicitation Package, Non-Voting Package and Information Package, as set forth in the Motion, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties including, without limitation, Holders of Claims against and Equity Interests in one or more of the Debtors.

D. The Confirmation Hearing Notice, substantially in the form attached to hereto as **Exhibit 1** (the “Confirmation Hearing Notice”), satisfies the requirements of due process with respect to all Holders of Claims and Equity Interests.

E. The forms of Ballot for Classes 3, 4, 5, and 6, substantially in the form attached hereto as **Exhibit 2**: (i) are sufficiently consistent with Official Form B314; (ii) adequately address the particular needs of the Chapter 11 Cases; and (iii) are appropriate for the Voting Classes.

F. The voting instructions and procedures attached to the Ballots provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code and the applicable Bankruptcy Rules.

G. Ballots need not be provided to Holders of Unclassified Claims, or to Holders of Priority Non-Tax Claims in Class 1, as such Non-Voting Class is Unimpaired and conclusively presumed to have accepted or rejected the Plan in accordance with sections 1126(f) and (g) of the Bankruptcy Code:

<b>Class</b>	<b>Type</b>	<b>Status Under Plan</b>	<b>Voting Status</b>
Class 1	Priority Non-Tax Claims	Unimpaired	Presumed to Accept
Class 2	Secured Claims	Unimpaired	Presumed to Accept
Class 3	Cerberus Deficiency Claim	Impaired	Entitled to Vote
Class 4	PBGC General Unsecured Claim	Impaired	Entitled to Vote
Class 5	General Unsecured Claims	Impaired	Entitled to Vote
Class 6	Convenience Claims	Impaired	Entitled to Vote
Class 7	Equity Interests	Impaired	Entitled to Vote

H. The period during which the Committee may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for Holders of Claims in the Voting Classes to make informed decisions to accept or reject the Plan, and submit their Ballots in a timely fashion.

I. The procedures for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

**IT IS HEREBY FOUND AND DETERMINED AND HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Disclosures in the Plan are approved on an interim basis as containing adequate information under Bankruptcy Code Section 1125 for solicitation purposes. Any objections to the adequacy of the information contained in the Disclosures are expressly reserved for consideration at the Confirmation Hearing (as defined below).
3. The Confirmation Hearing Notice, in substantially the form attached hereto as **Exhibit 1**, is approved, and by no later than [●], **2023**, the Committee shall commence service to provide all known creditors and equity security holders with a copy of this Order, excluding the exhibits annexed hereto, and the Confirmation Hearing Notice, including (i) all parties filing a notice of appearance and request for service pursuant to Bankruptcy Rule 2002 in the Chapter 11 Cases, (ii) state and local taxing authorities for all jurisdictions in which the Debtors did business, (iii) the Internal Revenue Service, (iv) the United States Attorney for the District of Delaware, (v) holders of Claims or Equity Interests whether in the Voting Classes or in the Non-Voting Class, (vi) the United States Trustee, and (vii) all persons or entities listed on the Debtors' creditor mailing matrix.
4. The forms of Ballot, in substantially the form attached hereto as **Exhibit 2**, are approved, and by no later than **September 27, 2023**, the Committee shall commence service to provide a copy of the appropriate form of Ballot to all known Holders of Claims in Classes 3, 4, and 5.
6. The form of Unimpaired Non-Voting Status Notice, in substantially the form attached hereto as **Exhibit 3**, is approved, and by no later than **September 27, 2023**, the Committee shall commence service to provide the Non-Voting Classes, including Holders of Allowed

Administrative Expenses and Priority Tax Claims, with a copy of notice of Non-Voting Status Notice.

9. The service of the Confirmation Hearing Notice and the Solicitation Approval Notice as contemplated herein satisfies the requirements of due process with respect to all Holders of Claims and Equity Interests, whether known or unknown.

11. Pursuant to Bankruptcy Rule 3017(d), **September 25, 2023**, (the “Voting Record Date”), shall be the record date for purposes of determining which Holders of Claims are entitled to receive Solicitation Materials and, where applicable, vote on the Plan.

12. No later than **September 27, 2023**, the Committee shall commence service of the following documents upon the Voting Classes:

- a. the Plan and all other exhibits annexed thereto;
- b. this Order, including a Ballot to accept or reject the Plan along with a return envelope, and those other documents approved by the Court hereto as set forth herein; and
- c. such other materials as the Court may direct or approve, including any supplemental solicitation materials the Committee may file with the Court.

(collectively, the “Solicitation Materials”).

13. No later than **September 27, 2023**, the Committee shall commence serving those other documents approved by the Court hereto upon other Holders of Claims and Interests and other parties in interest as set forth herein. Such materials, including (a) the Confirmation Hearing Notice and (b) the Non-Voting Status Notice or the Notice to Disputed Claim Holders, shall be for information purposes only and not for solicitation since such Creditors and Interest Holders shall not be entitled to vote on the Plan or shall be deemed to have accepted or rejected the Plan, as applicable. The notice to Non-Voting Class is hereby approved.

14. The Committee may file a supplement to the Plan no later than **October 19, 2023**.

15. In order to be counted as votes to accept or reject the Plan, Ballots must be properly executed, completed and delivered by (a) first class mail; (b) courier; (c) the Voting Agent's online Ballot submission portal; or (d) personal delivery, to the Voting Agent so that the Ballots are actually received no later than **October 26, 2023, at 4:00 p.m. (prevailing Eastern time)**,<sup>3</sup> unless extended by the Committee in writing (the "Voting Deadline").

16. Ballots transmitted by facsimile, e-mail, or other electronic means will not be counted.

17. In tabulating votes, the following procedures shall be used to determine the voting amount for each Voting Claim:

a. The amount of the Claim listed in the Debtors' schedules of assets and liabilities; unless (i) such Claim is scheduled but listed (x) as contingent, unliquidated, undetermined, or disputed or (y) in the amount of \$0.00, (ii) a Proof of Claim has been timely filed (or otherwise deemed timely filed by the Court under applicable law), (iii) such Claim has been satisfied, (iv) a Proof of Claim has been asserted in the amount of \$0, or (iv) such Claim has been resolved pursuant to a stipulation or order entered by the Court.

b. The undisputed, non-contingent and liquidated amount specified in a Proof of Claim timely filed with the Court (or otherwise deemed timely filed by the Court under applicable law) to the extent such Proof of Claim has not been amended or superseded by another Proof of Claim filed on or before the Voting Deadline and is not the subject of an objection (or, if such Claim has been resolved pursuant to a stipulation or order entered by the Court, or otherwise resolved by the Court, the amount set forth in such stipulation or order).

c. If a Proof of Claim timely filed with the Court (or otherwise deemed timely filed by the Court under applicable law) has been amended by a later Proof of Claim filed on or before the Voting Deadline, the later filed amending claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed Proof of Claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim.

d. If a Proof of Claim has been timely filed with the Court (or otherwise deemed timely filed by the Court under applicable law) and such claim is asserted in the amount of \$0.00, such claim shall not be entitled to vote.

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<sup>3</sup> Unless noted otherwise, all times referenced herein reference prevailing Eastern time.

e. If a claim is proposed to be treated as Allowed under the Plan, such claim is allowed for voting purposes in the deemed Allowed amount set forth in the Plan.

f. If a claim is temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018, such claim is allowed for voting purposes in the amount permitted by the Court's order.

g. Except as otherwise provided in subsection (c) hereof, a Ballot cast by an alleged Creditor who has timely filed a Proof of Claim in a wholly unliquidated, unknown, or uncertain amount that is not the subject of a claim objection filed on or before the Voting Deadline as well as claims scheduled as contingent, unliquidated, or disputed (without a corresponding filed claim) shall be counted in determining whether the numerosity requirement of section 1126(c) of the Bankruptcy Code has been met, and shall be ascribed a value of one dollar (\$1.00) for voting purposes only in determining whether the aggregate Claim amount requirement of Bankruptcy Code Section 1126(c) has been met.

h. Except as otherwise provided in subsection (c) hereof, if a Creditor casts a Ballot and has timely filed a Proof of Claim (or has otherwise had a Proof of Claim deemed timely filed by the Court under applicable law), but the Creditor's Claim is the subject of a claim objection filed by the Voting Deadline, that the Creditor's Ballot shall not be counted.

i. Notwithstanding subsection (h) hereof and except as otherwise provided in subsection (c) hereof, if the Committee has requested by motion at least twelve (12) business days prior to the Confirmation Hearing that a Claim be reclassified and/or allowed in a fixed, reduced amount pursuant to a claim objection to such Claim, the Ballot of the Holder of such Claim shall be counted in the reduced amount requested by the Committee and/or in the requested category, unless otherwise ordered by the Court.

18. The following procedures and standard assumptions shall be utilized in tabulating the votes to accept or reject the Plan (the "Tabulation Procedures"):

a. For purposes of the numerosity and amount requirements of Bankruptcy Code Section 1126(c), to the extent that it is possible to do so for the Voting Classes, separate Claims held by a single Creditor against one or more of the Debtors in the Voting Classes will be aggregated as if such Creditor held a single Claim against the Debtors in such Voting Classes, and the votes related to those Claims shall be treated as a single vote on the Plan.

b. Creditors with multiple Claims within the Voting Classes must vote all such Claims in the Voting Classes to either accept or reject the Plan, and may not split their vote(s). Accordingly, an individual Ballot that partially rejects and partially accepts the Plan on account of multiple Claims within the Voting Classes will not be counted.

c. In the event a Claim is transferred after the transferor has executed and submitted a Ballot to the Voting Agent, the transferee of such Claim shall be bound by any such vote

(and the consequences thereof) made by the Holder of such transferred Claim as of the Voting Record Date.

d. The delivery of a Ballot will be deemed made only when the Voting Agent has actually received the original, executed Ballot or the Ballot is accepted through the Voting Agent's online Ballot submission portal on the Voting Agent's website.

e. If a Holder of a Claim casts more than one Ballot voting the same Claim(s) before the Voting Deadline, the last properly executed Ballot received before the Voting Deadline shall supersede and revoke any earlier received Ballot, and only the last Ballot received before the Voting Deadline shall be counted.

f. If a Holder of a Claim casts multiple Ballots on account of the same Claim or Class of Claims, which are received by the Voting Agent on the same day in the case of mailed submissions, but which are voted inconsistently, such Ballots shall not be counted.

g. If a Holder of a Claim submits a duplicate paper Ballot and an electronic Ballot (as provided for using the E-Ballot platform on the Voting Agent's website), only the electronic Ballot will be counted.

h. Any Holder of a Claim that has delivered a valid Ballot may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);

i. Subject to any contrary order of the Court, the Committee, reserves the right to reject any and all Ballots that are not in proper form.

j. Subject to any contrary order of the Court, the Committee reserves the right to waive any defects, irregularities, or conditions of delivery as to any particular Ballot, including failure to timely file such Ballot. Any waiver by the Committee of defects or irregularities in any Ballot will be detailed in the Voting Declaration.

k. Unless otherwise ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Committee (or the Court) determines, and delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.

l. Neither the Committee nor any other person or entity will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor will any such party incur any liability for failure to provide such notification. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will not be counted (except as set forth in subsection (j) above).

m. If no Holders of Claims eligible to vote in the Voting Classes vote to accept or reject the Plan, the Plan and will be deemed accepted by the Holders of such Claims in such Class.

n. The following Ballots shall not be counted in determining acceptance or rejection of the Plan:

- (i) any Ballot that does not indicate an acceptance or rejection of the Plan, or indicates both an acceptance and a rejection of the Plan;
- (ii) any Ballot received after the Voting Deadline, except in the Committee's discretion or by order of this Court;
- (iii) any Ballot containing a vote that this Court determines, after notice and a hearing, was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code;
- (iv) any Ballot that is illegible or contains insufficient information to permit the identification of the Creditor;
- (v) any Ballot that partially accepts, or partially rejects, the Plan;
- (vi) any Ballot cast by a Person or Entity that does not hold a Claim in the Voting Classes;
- (vii) any unsigned Ballot or Ballot without an original signature, except in the Committee's discretion; provided, however, for the avoidance of doubt, a Ballot submitted via the Voting Agent's online portal shall be deemed to contain an original signature; and
- (viii) any Ballot transmitted to the Voting Agent by facsimile, e-mail, or other electronic means, unless otherwise permitted.

19. On or before [●], 2023, the Voting Agent will file a signed declaration setting forth the final voting results and methodology used to tabulate the votes (the "Voting Declaration"). The Voting Declaration will also include copies of all ballots received.

20. Objections to final approval and confirmation of the Plan on any ground, including adequacy of the Disclosures therein, if any, must: (i) be in writing, (ii) comply with the Bankruptcy Rules and the Local Rules, and (iii) be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, no later than [●], 2023 at 4:00 p.m., and (iv) and a copy must served upon: (a) counsel to the Debtors: \_\_\_\_\_ (b) counsel to the Committee: \_\_\_\_\_, and (c) counsel to the Office of the United States Trustee, \_\_\_\_\_, Esquire at \_\_\_\_\_. Unless an objection is timely Filed and served, it may not be considered by the Bankruptcy Court at the Confirmation Hearing.

21. No later than **November 7, 2023 at 4:00 p.m.** any party in interest may file a brief in support and submit any evidence in support of confirmation of the Plan, as well as respond to any objections or responses filed in opposition to the Plan.

22. The Bankruptcy Court shall conduct the Confirmation Hearing for (i) final approval of the Plan and (ii) confirmation of the Plan. The Confirmation Hearing is hereby scheduled for **November 13, 2023 at 11:00 a.m.** The Confirmation Hearing may be continued from time to time by the Committee. If the Confirmation Hearing is adjourned, the Committee will file a notice of adjournment on the docket and serve it by email if available, otherwise by first class or overnight mail, on the parties who have requested notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b) and on any parties that have filed objections to approval of the Plan.

23. The Committee is authorized to make non-substantive and ministerial changes to any notices, packages or documents approved hereunder, including those in the Solicitation Materials, without further approval of the Court prior to their dissemination, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes to the Plan and any other notices, packages or documents approved hereunder, including those in the Solicitation Materials, prior to their distribution.

24. The Committee is authorized to take or refrain from taking any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

25. The Court shall retain jurisdiction as to all matters relating to the interpretation, implementation, and enforcement of this Order.

Exhibit 1

Confirmation Hearing Notice

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

STANADYNE LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10207 (TMH)  
(Jointly Administered)

**NOTICE OF APPROVAL OF SOLICITATION AND VOTING PROCEDURES**

PLEASE TAKE NOTICE THAT on \_\_\_\_\_, 2023, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Solicitation Order”) granting the Motion of the Official Committee of Unsecured Creditors (the “Committee”) (i) Approving on an Interim Basis the Adequacy of Disclosures in the Combined Disclosure Statement and Plan of Liquidation (as may be modified, amended, or supplemented from time to time, the “Plan”), (ii) Scheduling the Confirmation Hearing and Deadline for Filing Objections, (iii) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Combined Disclosure Statement and Plan of Liquidation, and Approving the Form of Ballot and Solicitation Package, and (iv) Approving the Notice Provisions.

PLEASE TAKE FURTHER NOTICE THAT the deadline to vote on the Plan is **October 26, 2023 at 4:00 p.m. (prevailing Eastern Time)** and the deadline for filing objections to the Plan is **on or before October 30, 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Plan Objection Deadline”).

Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be actually received prior to the Plan Objection Deadline: (i) Kathryn A. Coleman, Esquire and Christopher Gartman, Esquire (email: [Katie.coleman@hugheshubbard.com](mailto:Katie.coleman@hugheshubbard.com) and [Chris.gartman@hugheshubbard.com](mailto:Chris.gartman@hugheshubbard.com)) and (ii) Michael Nestor, Esquire, Andrew Magaziner, Esquire, and Ashley Jacobs, Esquire (email: [mnestor@ycst.com](mailto:mnestor@ycst.com), [amagaziner@ycst.com](mailto:amagaziner@ycst.com), and [Ajacobs@ycst.com](mailto:Ajacobs@ycst.com)), (b) counsel to the Committee: (i) Adam C. Rogoff, Esquire and Rose Bagley, Esquire (email: [arogoff@kramerlevin.com](mailto:arogoff@kramerlevin.com) and [rbagley@kramerlevin.com](mailto:rbagley@kramerlevin.com)) and (ii) Jeffrey R. Waxman, Esquire and Eric J. Monzo, Esquire (email: [jwaxman@morrisjames.com](mailto:jwaxman@morrisjames.com) and [emonzo@morrisjames.com](mailto:emonzo@morrisjames.com)), (c) counsel to Cerberus: Michael L. Tuchin and David A. Fidler (email: [mtuchin@ktbslaw.com](mailto:mtuchin@ktbslaw.com) and [dfidler@ktbslaw.com](mailto:dfidler@ktbslaw.com)), and (d) Office of the United States Trustee, Jane Leamy, Esquire (email: [jane.m.leamy@usdoj.gov](mailto:jane.m.leamy@usdoj.gov)).

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider final approval of the disclosures in the Plan and confirmation of the Plan (the “Combined Hearing”) will commence on **November 13, 2023 at 11:00 a.m. (prevailing Eastern Time)**, before the Honorable Thomas Horan in the United States Bankruptcy Court for the District of Delaware.

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<sup>1</sup>. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

PLEASE BE ADVISED: THE COMBINED HEARING MAY BE CONTINUED OR ADJOURNED FROM TIME TO TIME BY THE COURT OR THE COMMITTEE WITHOUT FURTHER NOTICE OTHER THAN BY SUCH BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

### **CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

**Voting Record Date.** The voting record date is **September 25, 2023 at 4:00 p.m.** (the “Voting Record Date”), which is the date for determining which Holders of Claims in Classes 3, 4, and 5 are entitled to vote on the Plan.

**Voting Deadline.** The deadline for voting on the Plan is on **October 26, 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan you must: (a) follow the instructions carefully; (b) complete all of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is actually received by the Voting Agent on or before the Voting Deadline. A failure to follow such instructions may disqualify your vote.

CRITICAL INFORMATION REGARDING RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS IS IN ARTICLE IX OF THE PLAN. **THE COMMITTEE STRONGLY RECOMMENDS THAT YOU REVIEW ALL OF THE PROVISIONS OF ARTICLE IX OF THE PLAN, WHICH IS AVAILABLE AT [WWW.ECF.DEB.USCOURTS.GOV](http://WWW.ECF.DEB.USCOURTS.GOV).**

### **ADDITIONAL INFORMATION**

The materials in the Solicitation Package are intended to be self-explanatory. If you would like copies of any of the documents filed in these chapter 11 cases, such can be obtained for a fee via PACER at: <http://www.deb.uscourts.gov> or contact counsel for the Committee, Jeffrey R. Waxman, Esquire ([jwaxman@morrisjames.com](mailto:jwaxman@morrisjames.com)).

The Committee may file the Plan Supplement (as defined in the Plan) on or before **October 19, 2023 at 4:00 p.m. (prevailing Eastern Time)**, and will serve notice on all Holders of Claims or Interests entitled to vote on the Plan, which will: (a) inform parties that the Committee filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

**BINDING NATURE OF THE PLAN:** IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

**Amendments to the Plan and Related Documents.**

The Committee reserves the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Confirmation Hearing Notice, Solicitation Packages, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any.

Dated:

	<p>MORRIS JAMES LLP</p> <p><u>/s/ Jeffrey R. Waxman</u> Jeffrey R. Waxman (DE Bar No. 4159) Eric J. Monzo (DE Bar No. 5214) 500 Delaware Avenue, Suite 1500 Wilmington, DE 19801 Email: <a href="mailto:jwaxman@morrisjames.com">jwaxman@morrisjames.com</a> Email: <a href="mailto:emonzo@morrisjames.com">emonzo@morrisjames.com</a></p> <p>-and-</p> <p>Adam C. Rogoff, Esquire Rose Hill Bagley, Esquire KRAMER LEVIN NAFTALIS &amp; FRANKEL LLP 1177 Avenue of the Americas New York, NY 10036 Email: <a href="mailto:arogoff@kramerlevin.com">arogoff@kramerlevin.com</a> Email: <a href="mailto:rbagley@kramerlevin.com">rbagley@kramerlevin.com</a></p> <p><i>Counsel to the Official Committee of Unsecured Creditors</i></p>
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Exhibit 2

Forms of Ballot

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

STANADYNE LLC, LLC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 23-10207 (TMH)  
(Jointly Administered)

**CLASS 3 (CERBERUS DEFICIENCY CLAIM) BALLOT  
FOR ACCEPTING OR REJECTING COMBINED  
DISCLOSURE STATEMENT AND PLAN OF LIQUIDATION**

PLEASE TAKE NOTICE THAT on September \_\_, 2023, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”)<sup>2</sup> entered an Order granting the Motion of the Official Committee of Unsecured Creditors (the “Committee”) (i) Approving on an Interim Basis the Adequacy of Disclosures in the Combined Plan and Disclosure Statement (as may be modified, amended, or supplemented from time to time, the “Plan”), (ii) Scheduling the Confirmation Hearing and Deadline for Filing Objections, (iii) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Combined Plan and Disclosure Statement, and Approving the Form of Ballot and Solicitation Package, and (iv) Approving the Notice Provisions (the “Solicitation Procedures Order”). A copy of the Solicitation Procedures Order is available on the Bankruptcy Court’s website (ecf.deb.uscourts.gov) or upon request from the Committee’s counsel (scerra@morrisjames.com).

This ballot is being provided to you because records indicate that you are a Holder of a Class 3 Claim (Cerberus Deficiency Claim) as of September 25, 2023 (the “Voting Record Date”), and, accordingly, you may have a right to vote to accept or reject the Plan. This Ballot may not be used for any purpose other than for submitting votes with respect to the Plan and exercising the election to opt out of the release provisions of the Plan.

**ANY BALLOTS SUBMITTED MUST BE ACTUALLY RECEIVED NO LATER  
THAN OCTOBER 26, 2023, AT 4:00 P.M. (ET) (the “Voting Deadline”).**

**Your rights are described in the Plan. Please read the Plan and follow the enclosed voting instructions carefully before completing this ballot. You may wish to seek legal advice concerning this Ballot, the Plan, and your treatment under the Plan.**

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have meanings ascribed to them in the Plan.

You must submit your ballot to Kurtzman Carson Consultants LLC, the Committee's Voting Agent (the "Voting Agent"), by mail, hand delivery or overnight delivery to the address below. Alternatively, Ballots may be submitted through the Voting Agent's online Ballot submission portal at

https://

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of claims in at least one class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code.

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY 4:00 P.M. (EASTERN TIME) ON OCTOBER 26, 2023.**

If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you have voted.

No person has been authorized to give any information or advice, or to make any representation, other than what is included in the materials delivered with this ballot.

**Your rights are described in the Plan. Please read and follow the enclosed voting instructions carefully before completing this ballot.**

**Item 1. Amount of Class 3 Claim (Cerberus Deficiency Claim)**

The undersigned hereby certifies that as of September 25, 2023, the undersigned was the owner (or authorized signatory for an owner) of a Cerberus Deficiency Claim in the following principal amount (insert amount in box below).

\$ \_\_\_\_\_

**Item 2. Vote of Class 3 Claim**

The Holder of the Class 3 Claim set forth in Item 1 votes to (please check one):

<b>Accept the Plan (votes FOR)</b>  <input type="checkbox"/>	<b>Reject the Plan (votes AGAINST)</b>  <input type="checkbox"/>
--	--

**Item 3. Certifications.**

Upon execution of this Ballot, the undersigned certifies that:

1. as of the Voting Record Date, the undersigned was the owner (or authorized signatory for an owner) of a Class 3 Claim in the amount set forth in Item 1;
2. the Holder is eligible to be treated as the Holder of the Class 3 Claim set forth in Item 1 for the purposes of voting on the Plan;
3. the Holder has received a copy of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
4. the Holder has not relied on any statement made or other information received from any person with respect to the Plan other than the information contained in the Solicitation Package or other publicly available materials;
5. the Holder understands and acknowledges that only the latest-dated Ballot cast and actually received by the Voting Deadline with respect to the Class 3 Claim set forth in Item 1 will be counted, and, if any other Ballot has been previously cast with respect to the Class 3 Claim set forth in Item 1, such other Ballot shall be deemed revoked;
6. the Holder understands and acknowledges that the Debtor shall verify the amount of the Class 3 Claim held by the Holder as of the Voting Record Date set forth in Item 1.
7. the Holder understands and acknowledges that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the Holder hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, and legal representatives of the Holder and shall not be affected by, and shall survive, the death or incapacity of the Holder.

**Holder Information and Signature.**

Name of Holder: \_\_\_\_\_  
(print or type)  
(optional)

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_  
(if other than Holder)

Title: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date Completed: \_\_\_\_\_

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT  
PROMPTLY BY MAIL, HAND DELIVERY OR OVERNIGHT DELIVERY TO**

[Address]

**Alternatively, Ballots may be submitted through the Voting Agent's  
online Ballot submission portal at [Portal]**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE,  
WHICH IS 4:00 P.M. (EASTERN TIME) ON OCTOBER 26, 2023.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING  
INSTRUCTIONS, PLEASE CALL THE UNDERSIGNED COUNSEL FOR THE  
COMMITTEE.**

**VOTING INSTRUCTIONS FOR CLASS 3 (CERBERUS DEFICIENCY CLAIM)**

1. As described in the Plan, the Committee is soliciting the votes of Holders of Class 3 Claims with respect to the Plan. The Plan is included in the Solicitation Package you are receiving with the Ballot. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Plan.
2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of claims in at least one class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in Item 3 of the Ballot; and (c) sign and return the Ballot in accordance with the instructions on the Ballot so that it is **actually received by the Voting Deadline**.
4. The time by which a Ballot is **actually received** by the Voting Agent shall be the time used to determine whether a Ballot has been submitted by the Voting Deadline. The Voting Deadline **October 26, 2023 at 4:00 p.m.** (Eastern Time).
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Committee determines otherwise or as permitted by the Bankruptcy Court. In all cases, Holders should allow sufficient time to assure timely delivery. No Ballot should be sent to any party other than the Voting Agent at the address above.
6. If multiple Ballots are received from an individual Holder with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any previously received Ballot.

7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan, to opt-out of the releases set forth in Article IX of the Plan and to make certain certifications with respect thereto.
8. The Ballot does not constitute, and shall not be deemed to be: (a) a proof of claim or interest; or (b) an assertion or admission with respect to any claim or interest.
9. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing.
10. You must vote your entire Class 3 Claim either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted.
11. Any Ballot that is properly completed, executed, and timely returned to the Voting Agent that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.
12. The following Ballots will not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; (b) any Ballot cast by a Person or Entity that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan, or marked to partially reject and partially accept the Plan; and/or (e) any Ballot submitted by a party not entitled to cast a vote with respect to the Plan.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

STANADYNE LLC, LLC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 23-10207 (TMH)  
(Jointly Administered)

**CLASS 4 (GENERAL UNSECURED CLAIMS) BALLOT  
FOR ACCEPTING OR REJECTING COMBINED  
DISCLOSURE STATEMENT AND PLAN OF LIQUIDATION**

PLEASE TAKE NOTICE THAT on September \_\_, 2023, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”)<sup>2</sup> entered an Order granting the Motion of the Official Committee of Unsecured Creditors (the “Committee”) (i) Approving on an Interim Basis the Adequacy of Disclosures in the Combined Plan and Disclosure Statement (as may be modified, amended, or supplemented from time to time, the “Plan”), (ii) Scheduling the Confirmation Hearing and Deadline for Filing Objections, (iii) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Combined Plan and Disclosure Statement, and Approving the Form of Ballot and Solicitation Package, and (iv) Approving the Notice Provisions (the “Solicitation Procedures Order”). A copy of the Solicitation Procedures Order is available on the Bankruptcy Court’s website (ecf.deb.uscourts.gov) or upon request from the Committee’s counsel (scerra@morrisjames.com).

This ballot is being provided to you because records indicate that you are a Holder of a Class 4 Claim (General Unsecured Claims) as of September 25, 2023 (the “Voting Record Date”), and, accordingly, you may have a right to vote to accept or reject the Plan. This Ballot may not be used for any purpose other than for submitting votes with respect to the Plan and exercising the election to opt out of the release provisions of the Plan.

**ANY BALLOTS SUBMITTED MUST BE ACTUALLY RECEIVED NO LATER  
THAN OCTOBER 26, 2023 AT 4:00 P.M. (ET) (the “Voting Deadline”).**

**Your rights are described in the Plan. Please read the Plan and follow the enclosed voting instructions carefully before completing this ballot. You may wish to seek legal advice concerning this Ballot, the Plan, and your treatment under the Plan.**

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have meanings ascribed to them in the Plan.

You must submit your ballot to Kurtzman Carson Consultants LLC, the Committee's Voting Agent (the "Voting Agent"), by mail, hand delivery or overnight delivery to the address below. Alternatively, Ballots may be submitted through the Voting Agent's online Ballot submission portal at

https://

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of claims in at least one class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code.

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY 4:00 P.M. (EASTERN TIME) ON OCTOBER 26, 2023.**

If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you have voted.

No person has been authorized to give any information or advice, or to make any representation, other than what is included in the materials delivered with this ballot.

**Your rights are described in the Plan. Please read and follow the enclosed voting instructions carefully before completing this ballot.**

**Item 1. Amount of Class 4 Claim (General Unsecured Claims)**

The undersigned hereby certifies that as of September 25, 2023, the undersigned was the owner (or authorized signatory for an owner) of a General Unsecured Claim in the following principal amount (insert amount in box below).

\$ \_\_\_\_\_

**Item 2. Vote of Class 4 Claim**

The Holder of the Class 4 Claim set forth in Item 1 votes to (please check one):

<b>Accept the Plan (votes FOR)</b>  <input type="checkbox"/>	<b>Reject the Plan (votes AGAINST)</b>  <input type="checkbox"/>
--	--

**Item 3. Opting Out of Class 4/into Class 5**

At any time prior to the Voting Deadline, any Holder of a General Unsecured Claim in Class 4 may opt into Class 5, and any Holder of a Convenience Class Claim may opt into Class 4. At any time prior to the Voting Deadline, a Holder of a Class 4 General Unsecured Claim (which is, by definition, asserted for more than \$20,000) may elect to have its claim treated as a Class 5 Convenience Class Claim. Upon such election, if no objection to the Allowance is pending on the Effective Date, the Claim will be reduced in amount to \$20,000, and will be deemed an Allowed Convenience Class Claim (i.e., not be subject to an objection if its claim is not the subject of an objection on the Effective Date) in that amount, and the Holder will receive a Distribution of 10% (i.e., \$2,000) on or as soon after the Effective Date as is reasonably practicable. Any Holder of a Class 4 General Unsecured Claim that opts into Class 5 and to have its Claim treated as a Convenience Class Claim will not receive any further distribution regardless of the Distributions made to Allowed Class 4 General Unsecured Claims.

**You do not need to check the box below if you elect to have your Claim treated as a Class 4 General Unsecured Claim.**

**I elect to have my Claim treated as a Class 5 Convenience Class Claim**

☐
**Item 4. Certifications.**

Upon execution of this Ballot, the undersigned certifies that:

1. as of the Voting Record Date, the undersigned was the owner (or authorized signatory for an owner) of a Class 4 Claim in the amount set forth in Item 1;
2. the Holder is eligible to be treated as the Holder of the Class 4 Claim set forth in Item 1 for the purposes of voting on the Plan;
3. the Holder has received a copy of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
4. the Holder has not relied on any statement made or other information received from any person with respect to the Plan other than the information contained in the Solicitation Package or other publicly available materials;
5. the Holder understands and acknowledges that only the latest-dated Ballot cast and actually received by the Voting Deadline with respect to the Class 4 Claim set forth in Item 1 will be counted, and, if any other Ballot has been previously cast with respect to the Class 4 Claim set forth in Item 1, such other Ballot shall be deemed revoked;

6. the Holder understands and acknowledges that the Debtor shall verify the amount of the Class 4 Claim held by the Holder as of the Voting Record Date set forth in Item 1.
7. the Holder understands and acknowledges that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the Holder hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, and legal representatives of the Holder and shall not be affected by, and shall survive, the death or incapacity of the Holder.

**Holder Information and Signature.**

Name of Holder: \_\_\_\_\_  
(print or type)  
(optional)

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_  
(if other than Holder)

Title: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date Completed: \_\_\_\_\_

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT  
PROMPTLY BY MAIL, HAND DELIVERY OR OVERNIGHT DELIVERY TO**

[Address]

**Alternatively, Ballots may be submitted through the Voting Agent's  
online Ballot submission portal at [Portal]**

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE,  
WHICH IS 4:00 P.M. (EASTERN TIME) ON OCTOBER 26, 2023.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING  
INSTRUCTIONS, PLEASE CALL THE UNDERSIGNED COUNSEL FOR THE COMMITTEE.

#### **VOTING INSTRUCTIONS FOR CLASS 4 (GENERAL UNSECURED CLAIMS)**

1. As described in the Plan, the Committee is soliciting the votes of Holders of Class 4 Claims with respect to the Plan. The Plan is included in the Solicitation Package you are receiving with the Ballot. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Plan.
2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of claims in at least one class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in Item 3 of the Ballot; and (c) sign and return the Ballot in accordance with the instructions on the Ballot so that it is **actually received by the Voting Deadline**.
4. The time by which a Ballot is **actually received** by the Voting Agent shall be the time used to determine whether a Ballot has been submitted by the Voting Deadline. The Voting Deadline **October 26, 2023 at 4:00 p.m.** (Eastern Time).
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Committee determines otherwise or as permitted by the Bankruptcy Court. In all cases, Holders should allow sufficient time to assure timely delivery. No Ballot should be sent to any party other than the Voting Agent at the address above.
6. If multiple Ballots are received from an individual Holder with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any previously received Ballot.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan, to opt-out of the releases set forth in Article IX of the Plan and to make certain certifications with respect thereto.
8. The Ballot does not constitute, and shall not be deemed to be: (a) a proof of claim or interest; or (b) an assertion or admission with respect to any claim or interest.
9. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing.
10. You must vote your entire Class 4 Claim either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted.
11. Any Ballot that is properly completed, executed, and timely returned to the Voting Agent that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

12. The following Ballots will not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; (b) any Ballot cast by a Person or Entity that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan, or marked to partially reject and partially accept the Plan; and/or (e) any Ballot submitted by a party not entitled to cast a vote with respect to the Plan.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

STANADYNE LLC, LLC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 23-10207 (TMH)  
(Jointly Administered)

**CLASS 5 (CONVENIENCE CLAIMS) BALLOT  
FOR ACCEPTING OR REJECTING COMBINED  
DISCLOSURE STATEMENT AND PLAN OF LIQUIDATION**

PLEASE TAKE NOTICE THAT on September \_\_, 2023, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”)<sup>2</sup> entered an Order granting the Motion of the Official Committee of Unsecured Creditors (the “Committee”) (i) Approving on an Interim Basis the Adequacy of Disclosures in the Combined Plan and Disclosure Statement (as may be modified, amended, or supplemented from time to time, the “Plan”), (ii) Scheduling the Confirmation Hearing and Deadline for Filing Objections, (iii) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Combined Plan and Disclosure Statement, and Approving the Form of Ballot and Solicitation Package, and (iv) Approving the Notice Provisions (the “Solicitation Procedures Order”). A copy of the Solicitation Procedures Order is available on the Bankruptcy Court’s website (ecf.deb.uscourts.gov) or upon request from the Committee’s counsel (scerra@morrisjames.com).

This ballot is being provided to you because records indicate that you are a Holder of a Class 5 Claim (Convenience Claims) as of September 25, 2023 (the “Voting Record Date”), and, accordingly, you may have a right to vote to accept or reject the Plan. This Ballot may not be used for any purpose other than for submitting votes with respect to the Plan and exercising the election to opt out of the release provisions of the Plan.

**ANY BALLOTS SUBMITTED MUST BE ACTUALLY RECEIVED NO LATER  
THAN OCTOBER 26, 2023, AT 4:00 P.M. (ET) (the “Voting Deadline”).**

**Your rights are described in the Plan. Please read the Plan and follow the enclosed voting instructions carefully before completing this ballot. You may wish to seek legal advice concerning this Ballot, the Plan, and your treatment under the Plan.**

---

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have meanings ascribed to them in the Plan.

You must submit your ballot to Kurtzman Carson Consultants LLC, the Committee's Voting Agent (the "Voting Agent"), by mail, hand delivery or overnight delivery to the address below. Alternatively, Ballots may be submitted through the Voting Agent's online Ballot submission portal at

https://\_\_\_\_\_

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of claims in at least one class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code.

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY 4:00 P.M. (EASTERN TIME) ON OCTOBER 26, 2023.**

If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you have voted.

No person has been authorized to give any information or advice, or to make any representation, other than what is included in the materials delivered with this ballot.

**Your rights are described in the Plan. Please read and follow the enclosed voting instructions carefully before completing this ballot.**

**Item 1. Amount of Class 5 Claim (Convenience Claims)**

The undersigned hereby certifies that as of September 25, 2023, the undersigned was the owner (or authorized signatory for an owner) of a Convenience Claims in the following principal amount (insert amount in box below).

\$ \_\_\_\_\_

**Item 2. Vote of Class 5 Claim**

The Holder of the Class 5 Claim set forth in Item 1 votes to (please check one):

<b>Accept the Plan (votes FOR)</b>  <input type="checkbox"/>	<b>Reject the Plan (votes AGAINST)</b>  <input type="checkbox"/>
--	--

**Item 3. Opting Out of Class 5/ into Class 4**

At any time prior to the Voting Deadline, any Holder of a Convenience Class Claim (which is, by definition, asserted for \$20,000 or less) may opt into Class 4 to have its Claim treated as a General Unsecured Claim. Upon such election, the amount of the Claim on the Effective Date will be deemed Disputed. As such, the Holder of such a Claim will not receive a Distribution on the Effective Date and will only receive a Distribution in accordance with the treatment of Class 4 Claims after the Claim is Allowed. For the avoidance of doubt, a Holder of a Claim that is eligible to and does properly opt out of Convenience Class will, after the Claim is Allowed, be entitled to receive a Distribution Pro Rata to other Class 4 Claims.

**You do not need to check the box below if you elect to have your Claim treated as a Class 4 Convenience Claim.**

**I elect to have my Claim treated as a Class 4 General Unsecured Claim**

☐
**Item 4. Certifications.**

Upon execution of this Ballot, the undersigned certifies that:

1. as of the Voting Record Date, the undersigned was the owner (or authorized signatory for an owner) of a Class 5 Claim in the amount set forth in Item 1;
2. the Holder is eligible to be treated as the Holder of the Class 5 Claim set forth in Item 1 for the purposes of voting on the Plan;
3. the Holder has received a copy of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
4. the Holder has not relied on any statement made or other information received from any person with respect to the Plan other than the information contained in the Solicitation Package or other publicly available materials;
5. the Holder understands and acknowledges that only the latest-dated Ballot cast and actually received by the Voting Deadline with respect to the Class 5 Claim set forth in Item 1 will be counted, and, if any other Ballot has been previously cast with respect to the Class 5 Claim set forth in Item 1, such other Ballot shall be deemed revoked;
6. the Holder understands and acknowledges that the Debtor shall verify the amount of the Class 5 Claim held by the Holder as of the Voting Record Date set forth in Item 1.

7. the Holder understands and acknowledges that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the Holder hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, and legal representatives of the Holder and shall not be affected by, and shall survive, the death or incapacity of the Holder.

**Holder Information and Signature.**

Name of Holder: \_\_\_\_\_  
(print or type)  
(optional)

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_  
(if other than Holder)

Title: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date Completed: \_\_\_\_\_

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT  
PROMPTLY BY MAIL, HAND DELIVERY OR OVERNIGHT DELIVERY TO**

[Address]

**Alternatively, Ballots may be submitted through the Voting Agent's  
online Ballot submission portal at [Portal]**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE,  
WHICH IS 4:00 P.M. (EASTERN TIME) ON OCTOBER 26, 2023.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING  
INSTRUCTIONS, PLEASE CALL THE UNDERSIGNED COUNSEL FOR THE  
COMMITTEE.**

**VOTING INSTRUCTIONS FOR CLASS 5 (CONVENIENCE CLAIMS)**

1. As described in the Plan, the Committee is soliciting the votes of Holders of Class 3 Claims with respect to the Plan. The Plan is included in the Solicitation Package you are receiving

with the Ballot. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Plan.

2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of claims in at least one class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in Item 3 of the Ballot; and (c) sign and return the Ballot in accordance with the instructions on the Ballot so that it is **actually received by the Voting Deadline**.
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5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Committee determines otherwise or as permitted by the Bankruptcy Court. In all cases, Holders should allow sufficient time to assure timely delivery. No Ballot should be sent to any party other than the Voting Agent at the address above.
6. If multiple Ballots are received from an individual Holder with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any previously received Ballot.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan, to opt-out of the releases set forth in Article IX of the Plan and to make certain certifications with respect thereto.
8. The Ballot does not constitute, and shall not be deemed to be: (a) a proof of claim or interest; or (b) an assertion or admission with respect to any claim or interest.
9. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing.
10. You must vote your entire Class 3 Claim either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted.
11. Any Ballot that is properly completed, executed, and timely returned to the Voting Agent that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.
12. The following Ballots will not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; (b) any Ballot cast by a Person or Entity that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot;

(d) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan, or marked to partially reject and partially accept the Plan; and/or (e) any Ballot submitted by a party not entitled to cast a vote with respect to the Plan.

Exhibit 3

Unimpaired Non-Voting Status Notice

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

STANADYNE LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10207 (TMH)  
(Jointly Administered)

**NOTICE OF NON-VOTING STATUS TO HOLDER OF UNIMPAIRED  
CLAIMS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

PLEASE TAKE NOTICE THAT on \_\_\_\_\_, 2023, the United States Bankruptcy Court for the District of Delaware (the “Court”)<sup>2</sup> entered an Order granting the Motion of the Official Committee of Unsecured Creditors (the “Committee”) (i) Approving on an Interim Basis the Adequacy of Disclosures in the Combined Disclosure Statement and Plan of Liquidation (as may be modified, amended, or supplemented from time to time, the “Plan”), (ii) Scheduling the Confirmation Hearing and Deadline for Filing Objections, (iii) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Combined Disclosure Statement and Plan of Liquidation, and Approving the Form of Ballot and Solicitation Package, and (iv) Approving the Notice Provisions (the “Solicitation Procedures Order”).

PLEASE TAKE FURTHER NOTICE THAT, because of the nature and treatment of your Claim under the Plan, you are not entitled to vote on the Plan. Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against one or more of the Debtors) that is not Impaired and conclusively presumed to have accepted the Plan pursuant to section 1126(g) of the Bankruptcy Code, you are not entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **on or before October 30, 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Plan Objection Deadline”). Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be actually received prior to the Plan Objection Deadline: (i) Kathryn A. Coleman, Esquire and Christopher Gartman, Esquire (email: [Katie.coleman@hugheshubbard.com](mailto:Katie.coleman@hugheshubbard.com) and [Chris.gartman@hugheshubbard.com](mailto:Chris.gartman@hugheshubbard.com)) and (ii) Michael Nestor, Esquire, Andrew Magaziner, Esquire, and Ashley Jacobs, Esquire (email: [mnestor@ycst.com](mailto:mnestor@ycst.com), [amagaziner@ycst.com](mailto:amagaziner@ycst.com), and [AJacobs@ycst.com](mailto:AJacobs@ycst.com)), (b) counsel to the

<sup>1</sup>. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have meanings ascribed to them in the Plan.

Committee: (i) Adam C. Rogoff, Esquire and Rose Bagley, Esquire (email: [arogoff@kramerlevin.com](mailto:arogoff@kramerlevin.com) and [rbagley@kramerlevin.com](mailto:rbagley@kramerlevin.com)) and (ii) Jeffrey R. Waxman, Esquire and Eric J. Monzo, Esquire (email: [jwaxman@morrisjames.com](mailto:jwaxman@morrisjames.com) and [emonzo@morrisjames.com](mailto:emonzo@morrisjames.com)), (c) counsel to Cerberus: Michael L. Tuchin and David A. Fidler (email: [mtuchin@ktbslaw.com](mailto:mtuchin@ktbslaw.com) and [dfidler@ktbslaw.com](mailto:dfidler@ktbslaw.com)), and (d) Office of the United States Trustee, Jane Leamy, Esquire (email: [jane.m.leafy@usdoj.gov](mailto:jane.m.leafy@usdoj.gov)).

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider final approval of the disclosures in the Plan and confirmation of the Plan (the “Combined Hearing”) will commence on **November 13, 2023 at 11:00 a.m. (prevailing Eastern Time)**, before the Honorable Thomas M. Horan in the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Plan or any related documents, you may obtain copies of any pleadings filed in this chapter 11 case for a fee via PACER at: <http://www.deb.uscourts.gov> or contact counsel for the Committee, Jeffrey R. Waxman ([jwaxman@morrisjames.com](mailto:jwaxman@morrisjames.com)).

CRITICAL INFORMATION REGARDING RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS IS IN ARTICLE IX OF THE PLAN. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AGENT.

Dated:

	<p>MORRIS JAMES LLP</p> <p><u>/s/ Jeffrey R. Waxman</u> Jeffrey R. Waxman (DE Bar No. 4159) Eric J. Monzo (DE Bar No. 5214) 500 Delaware Avenue, Suite 1500 Wilmington, DE 19801 Email: <a href="mailto:jwaxman@morrisjames.com">jwaxman@morrisjames.com</a> Email: <a href="mailto:emonzo@morrisjames.com">emonzo@morrisjames.com</a></p> <p>-and-</p> <p>Adam C. Rogoff, Esquire Rose Hill Bagley, Esquire KRAMER LEVIN NAFTALIS &amp; FRANKEL LLP 1177 Avenue of the Americas New York, NY 10036 Email: <a href="mailto:arogoff@kramerlevin.com">arogoff@kramerlevin.com</a> Email: <a href="mailto:rbagley@kramerlevin.com">rbagley@kramerlevin.com</a></p> <p><i>Counsel to the Official Committee of Unsecured Creditors</i></p>
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